

Countersuit - E. C. Alvord

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

18976-2

July 1, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Release, dated as of June 28, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 18976.

The name and address of the party to the enclosed document are:

Secured Party: Norwest Bank Minnesota, National Association
7900 Xerxes Avenue South
Bloomington, Minnesota 55431


A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Partial Release.

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Also enclosed is a check in the amount of \$21.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

18976-Z

PARTIAL RELEASE

This Partial Release is dated as of the 28th day of June, 1996, by NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION (the "Secured Party") to and for the benefit of NORRAIL, INC. (the "Owner").

The owner entered into a Security Agreement with the Secured Party dated June 24, 1994 (the "Security Agreement"), which Security Agreement was filed and recorded with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of the Interstate Commerce Act on September 8, 1994 at 3:45 p.m. and was assigned recordation number 18976.

The Security Agreement covers, among other things, each and every railroad car of every type, kind, name or description now owned or hereafter acquired by the Owner.

The Owner has requested that the Secured Party release from the lien and security interest granted pursuant to the Security Agreement certain specified railroad cars and the Secured Party has agreed to do so.

ACCORDINGLY, the Secured Party hereby releases, terminates, discharges and satisfies its security interest in those certain railroad cars identified and described on the three-page Exhibit A attached to and made a part of this Partial Release.

The Secured Party's security interest in property of the Owner not described above shall remain in full force and effect.

IN WITNESS WHEREOF, the Secured Party has executed this Partial Release of the day and year first above written.

NORWEST BANK MINNESOTA,
NATIONAL ASSOCIATION

By [Signature]
Its VP

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 28th day of June, 1996, before me personally came ANDREW CHRISTENSEN to me known, who, being by me duly sworn, did depose and say that she/he is the Vice President of Norwest Bank Minnesota, National Association, a national banking association, and she/he acknowledged to me that she/he executed the foregoing Partial Release on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal:

Emmanuel S. Diaz
Notary Public in and for said State

My Commission Expires:

JAN. 31, 2000

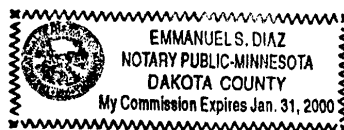


EXHIBIT A
to June 28, 1996 Partial Release
by Norwest Bank Minnesota, National Association
in favor of NorRail, Inc.

Original Mark/Number	New Mark/Number
1. CR881079	Same
2. CR886009	Same
3. CR886014	Same
4. CR886107	Same
5. CR886131	Same
6. CR886132	Same
7. CR886134	Same
8. CR886156	Same
9. CR886176	Same
10. CR886216	Same
11. CR886229	Same
12. CR886231	Same
13. CR886247	Same
14. CR886261	Same
15. CR886272	Same
16. CR886312	Same
17. CR886319	Same
18. CR886321	Same
19. CR886501	Same
20. CR886517	Same
21. CR886568	Same
22. CR886572	Same
23. CR886686	Same

Original Mark/Number	New Mark/Number
24. CR886729	Same
25. CR886788	Same
26. CR886852	Same
27. CR886872	Same
28. CR886922	Same
29. CR886952	Same
30. CR886979	Same
31. CR887021	Same
32. CR887089	Same
33. CR887117	Same
34. CR887118	Same
35. CR887123	Same
36. CR887420	Same
37. CR887432	Same
38. CR887528	DME47287
39. CR887595	Same
40. CR887633	Same
41. CR887739	Same
42. CR887811	Same
43. CR887933	Same
44. CR887960	Same
45. CR887962	Same
46. CR887964	Same
47. CR887976	Same
48. CR887979	Same
49. CR887980	Same

Original Mark/Number	New Mark/Number
50. CR887984	Same
51. CR887986	Same
52. CR888000	Same
53. CR888026	Same
54. CR888035	Same
55. CR888062	Same
56. CR888215	Same
57. CR888223	Same
58. CR888295	Same
59. CR888356	Same
60. CR888366	Same
61. CR888553	Same
62. CR888557	Same
63. CR889512	Same
64. CR889546	Same
65. CR889789	Same
66. CR890823	Same
67. CR890842	Same
68. CR890843	DME46060
69. CR890899	Same
70. CR890916	Same
71. CR891029	Same
72. CR891048	Same